

CSD 1099 [09/26/06]

Name, Address, Telephone No. & I.D. No.
 David S. Kupetz, Esq. (State Bar No. 125062)
 Steven F. Werth, Esq. (State Bar No. 205434)
SulmeyerKupetz
 333 South Hope Street
 35th Floor
 Los Angeles, CA 90071-1406
 Telephone: 213.626.2311

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF CALIFORNIA
 325 West "F" Street, San Diego, California 92101-6991

In Re

BANKRUPTCY NO. 11-02898-MM11

SIMO HOLDINGS, INC., a California corporation

Debtor.

BALANCE OF SCHEDULES, STATEMENTS, AND/OR CHAPTER 13 PLAN

Presented herewith are the original with the number of copies required by Local Bankruptcy Rule 1007-2(b) of the following [Check one or more boxes as appropriate]:

- Summary of Schedules
 Statistical Summary of Certain Liabilities and Related Data
 Schedule A - Schedule of Real Property
 Schedule B - Schedule of Personal Property
 Schedule C - Schedule of Property Claimed Exempt
 Schedule D - Creditors Holding Secured Claims
 Schedule E - Creditors Holding Unsecured Priority Claims
 Schedule F - Creditors Holding Unsecured Nonpriority Claims
 Schedule G - Schedule of Executory Contracts & Unexpired Leases
 Schedule H - Schedule of Co-Debtor
 Schedule I - Current Income of Individual Debtor(s)
 Schedule J - Current Expenditure of Individual Debtor(s)
 Statement of Financial Affairs
 Statement of Current Monthly Income and Means Test Calculation (Form B22A)
 Statement of Current Monthly Income (Form B22B)
 Statement of Currently Monthly Income and Calculation of Commitment Period and Disposable Income (Form B22C)
 Chapter 13 Plan

IF ADDITIONAL CREDITORS ARE ADDED AT THIS TIME, THE FOLLOWING ARE REQUIRED:

1. Computer diskette containing only the added names and addresses (when the Balance of Schedules are filed on paper).
2. Local Form CSD 1101, *NOTICE TO CREDITORS OF THE ABOVE-NAMED DEBTOR ADDED BY AMENDMENT OR BALANCE OF SCHEDULES*, as required by Local Bankruptcy Rule 1007-4. See instructions on reverse side.

Dated: March 30, 2011

Signed: /s/ Steven F. Werth
Attorney for Debtor

I [We] Mark Simo and , the undersigned debtor(s), hereby declare under penalty of perjury that the information set forth in the balance of schedules and/or chapter 13 attached hereto, consisting of pages, and on the creditor matrix diskette, if any, is true and correct to the best of my [our] information and belief.

Dated: March 30, 2011

/s/ Mark Simo
Debtor

Joint Debtor

United States Bankruptcy Court
Southern District of California

In re SIMO HOLDINGS, INC., a California corporationCase No. 11-02898

Debtor

Chapter

11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	12,239,436.19		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		5,264,259.72	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		222,426.10	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	44		13,262,588.36	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		60			
			Total Assets	12,239,436.19	
			Total Liabilities		18,749,274.18

Form 6 - Statistical Summary (12/07)

United States Bankruptcy Court
Southern District of California

In re SIMO HOLDINGS, INC., a California corporation

Debtor(s)

Case No. 11-02898
Chapter 11**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$222,426.10
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
TOTAL	\$

State the following:

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	\$

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$4,462,259.72
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$166,277.59	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$35,357.62
4. Total from Schedule F		\$13,262,588.36
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$17,760,205.70

B6A (Official Form 6A) (12/07)

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Petty Cash	-	1,572.78
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		California Bank & Trust Checking Account No. 9041	-	37.97
		California Bank & Trust Marketing Account No. 8741	-	1.00
		Ford Advantage MM Interest Account No. 5227	-	23,725.62
		California Bank & Trust Payroll Zero Balance Account No. 8901	-	0.00
		California Bank & Trust Executive Payroll Zero Balance Account No. 8821	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Attachment B-3	-	99,807.67
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
				Sub-Total > (Total of this page) 125,145.04

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtors

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		97.75% (39,100,000 shares of common stock) of No Fear Retail Stores, Inc 100% (40,000,000 shares of common stock) of No Fear MX, Inc. 50% (29,800,000 shares of common stock) of No Fear Racing, Inc. 1,000,000 ordinary shares (designated 'B' Shares) of the capital of No Fear International Limited 51,000 shares of common stock of FMF International, Inc. 7,500,000 shares of common stock of Gatorz Inc. 52% ownership of No Fear Racing, Inc. 50% ownership of No Fear International Limited 50% ownership of FMF International, Inc Approx. 17.5% of Gatorz, Inc.	- - - - - - - - - - - - - - - - - - -	Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			

Sub-Total
(Total of this page)

0.00

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See Attachment B-16		1,953,541.13
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Aged Accounts Receivables sent to collection		21,177.19
22. Patents, copyrights, and other intellectual property. Give particulars.		Rights to the trademarks SO CAL, FEARLESS and NO CAL (together with certain stylized depictions of the foregoing), including certain registrations in the United States Patent and Trademark Office relating to such trademarks. Ownership, subject to the rights of third parties under licenses to use certain of the trademarks. Estimated valuation is approximately \$10 million.		10,000,000.00
23. Licenses, franchises, and other general intangibles. Give particulars.		License Rights: rights as licensee under miscellaneous business software licenses		Unknown
				Sub-Total > 11,974,718.32 (Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

Simo Holdings, Inc.
Attachment to Schedule B-16

Customer	Customer Name	Balance
40003	4 WHEEL PARTS AND ACCESSORIES	\$ 1,062.64
BE0014	SURFER MONKEY, dba	\$ 7,553.93
BL0002	BLACK FLY'S INC	\$ 1,373.12
CA0024	CAMPOS CASUALS	\$ 660.15
CA0033	CALENDAR HOLDINGS LLC	\$ 1,600.89
D0162	MOTO SCOOTER RACING	\$ 142.00
DA0002	DALE'S SWIM SHOP	\$ 1,092.88
DI0013	DIECAST PLAYCARS & FABRICATION	\$ 368.72
DI0015	DIE HARD FANS, INC.	\$ 8,224.71
FA0005	FACTORY MOTORSPORTS	\$ 819.54
FA0008	FACTORY EDGE INC	\$ 1,729.25
FI0006	FIGHTERS CORNER LLC	\$ 506.00
FM0002	FMF INTERNATIONAL INC	\$ 73,573.05
FU0007	FURIOUS FIGHT SHOP	\$ 2,572.57
GA0004	GATORZ, INC.	\$ 51,298.96
GM0001	XTREME CLOTHING	\$ 6,962.47
HA0008	HARBOR CLOTHING	\$ 912.60
IS0001	ISLANDER SPORTSWEAR LLC	\$ 528.00
J0206	JCOR COMMUNICATION SOLUTIONS	\$ 2,927.89
KH0001	KHOA PHONG DOAN	\$ 26,647.97
M0587	MISSION BEACH SURF AND SKATE	\$ 11,347.59
MO0006	MOTO LOCO	\$ 586.11
N0176	JIDO & JUNIAR, INC	\$ 3,843.84
P0262	PRO MOTORSPORTS	\$ 30,098.00
P0352	PARADOX MOTORSPORTS	\$ 3,581.88
PA0015	PALA RACEWAY	\$ 9,596.53
PR0008	PRIMA FREE TRADE/KOKO DOG'Z	\$ 50.00
RA0004	RAVE X	\$ 1,060.85
RI0013	RIPLEY'S WILD ZONE	\$ 2,900.00
RO0006	ROCK YOUR WORLD	\$ 1,214.16
RS0003	RSR JAGUAR	\$ 4,367.54
RT0002	RTX MOTORSPORTS	\$ 3,367.86
S0376	MOMENTUM, dba	\$ 3,020.70
S0691	STEVES ATV SERVICE	\$ 4,943.93
SH0012	SHIRTIQUE STOCKTON	\$ 8,885.34
SK0007	ILLICIT WEAR, dba NO FEAR	\$ 220,848.48
TA0003	TANNING CABANA INC.	\$ 332.77
TH0006	THE SHOP	\$ 3,876.71
TO0014	TOP SOCKS SPORTSWEAR	\$ 3,792.85
W0159	WORKING OVERTIME-	\$ 71,373.09
		\$ 579,645.57

Customer	Customer Name	Balance
M0262	MX NO FEAR EUROPE	\$ 141.96
NO0016	NO FEAR MX INC	\$ 73,202.87
NO0018	NO FEAR RETAIL (CORPORATE)	\$ 260,570.16
NO0031	NO FEAR RETAIL INC.	\$ 1,039,980.57
		\$ 1,373,895.56

TOTAL: **\$ 1,953,541.13**

B6B (Official Form 6B) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2005 International 4300 Box Van Leased		Unknown
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office equipment, furniture and furnishings		67,761.33
29. Machinery, fixtures, equipment, and supplies used in business.		Machinery and equipment, including forklift		71,811.50
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
			Sub-Total > (Total of this page)	139,572.83
			Total >	12,239,436.19

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			February 15, 2011					
AFCO 8885 Rio San Diego Dr Ste 347 San Diego, CA 92108			Finance Agreement					
			Value \$ 0.00				35,910.00	35,910.00
Account No.								
Don R. Emmer 18033 South Santa Fe Compton, CA 90221								
			Value \$ 0.00				802,000.00	Unknown
Account No. xx1718			2005					
Enterprise Fleet Services 6330 Marindustry Dr San Diego, CA 92121-2533			Lease					
			2005 International Box Van					
			Value \$ Unknown				Unknown	Unknown
Account No.								
FMF Racing 18033 South Santa Fe Avenue Compton, CA 90221								
			Value \$ 0.00				2,405,565.42	2,405,565.42
1 continuation sheets attached				Subtotal (Total of this page)			3,243,475.42	2,441,475.42

B6D (Official Form 6D) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			February 11, 2011					
Ralph's Sportswear LLC 1225 Rachel Circle Escondido, CA 92026			UCC-1 Lien					
			Value \$ 0.00				Unknown	Unknown
Account No.			February 11, 2011					
Silver Triangle Industries Inc 11211 Sorrento Valley Rd Ste 1 San Diego, CA 92121			UCC-1 Lien					
			Value \$ 0.00				Unknown	Unknown
Account No. xxxxxx7526			Secured Lien					
SunTrust Bank PO Box 79079 Baltimore, MD 21279-0079	X		Commercial building located at 7065 Zephyr Dr. NW, Concord, NC Concord, NC 28027 Industrial building					
			Value \$ Unknown				2,020,784.30	2,020,784.30
Account No.			Value \$					
Account No.			Value \$					
Sheet 1 of 1 continuation sheets attached to Schedule of Creditors Holding Secured Claims			Subtotal (Total of this page)				2,020,784.30	2,020,784.30
			Total (Report on Summary of Schedules)				5,264,259.72	4,462,259.72

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

Total
(Report on Summary of Schedules)

2,020,784.30

2,020,784.30

5,264,259.72

4,462,259.72

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT UNLIQUIDATED	DISPUTED DATED	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
Account No. xxxxx1534	-	2010 Taxes for real property in Concord, NC			34,130.71	0.00	34,130.71
Cabarrus County Tax Collector 65 Church Street SE Concord, NC 28026-0707	-						
Account No. xxxxx5142	-	Taxes for real property in Concord, NC			22,017.80	0.00	22,017.80
City of Concord Tax Collector PO Box 580473 Charlotte, NC 28258-0473	-						
Account No.	-				0.00	0.00	0.00
Employment Development Departm Bankruptcy Group MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001	-						
Account No.	-				0.00	0.00	0.00
Franchise Tax Board Bankruptcy Unit Post Office Box 2952 Sacramento, CA 95812	-				0.00	0.00	0.00
Account No.	-						
Internal Revenue Service Insolvency I Stop 5022 300 North Los Angeles St., Rm Los Angeles, CA 90012-9903	-				130,919.97		
Sheet 1 of 2 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)		130,919.97	130,919.97	
					187,068.48		56,148.51

B6E (Official Form 6E) (4/10) - Cont.

In re SIMO HOLDINGS, INC., a California corporation,

Case No. 11-02898

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTIN GEN I	UNLI QU D ATE D	DISP UTE D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
Account No.									
United States Treasury								35,357.62	
Account No.							35,357.62		0.00
Account No.									
Account No.									
Account No.									
Sheet 2 of 2 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	35,357.62	
								35,357.62	0.00
							Total (Report on Summary of Schedules)	166,277.59	
								222,426.10	56,148.51

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				AMOUNT OF CLAIM
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No.							
187 Avenue Inc. 22212 Crystal Pond Mission Viejo, CA 92692	H	-					18,953.00
Account No.							
4130 Industries 2585 Fortune Way Suite B Vista, CA 92081	W	-					5,665.00
Account No.							
Abro, Inc. 175 Balboa Street Suite A9 San Marcos, CA 92069	J	-					3,585.04
Account No.							
Accountants International 111 Anza Boulevard Suite 400 Burlingame, CA 94010	C	-					2,493.65
Subtotal (Total of this page)							30,696.69

43 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE.			AMOUNT OF CLAIM
			C O N T I N G E N T	U N L I Q U I D A D E T E D	D I S P U T E D	
Account No.						
Active U.S.A. 1807 East 48th Place Los Angeles, CA 90058						52,079.00
Account No.						
Addicted, Inc. 27 Poplar Street East Rutherford, NJ 07073						8,742.00
Account No.						
Adell Ink 11550 Salinaz Garden Grove, CA 92843						1,400.00
Account No.						
Admin. Pro 1423 East 11 Mile Road Royal Oak, MI 48067						203.30
Account No.						
Advanced Sports dba Jetpilot 2860 California Street Torrance, CA 90503						21.58

Sheet no. 1 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 62,445.88

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
Advanta Business Cards Post Office Box 8088 Philadelphia, PA 19101		-					78.63
Account No.							
Alpha Source 201 West 138th Street Los Angeles, CA 90061		-					2,400.00
Account No.							
Alpinestars 2780 West 237th Street Torrance, CA 90505		-					14,796.04
Account No.							
Ambius, Inc. Post Office Box 95409 Palatine, IL 60095		-					95.07
Account No.							
American Auto Detailing 3016 Azahar Street Carlsbad, CA 92009		-					45.00
Sheet no. 2 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			17,414.74

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT IN GEN T	UNL IQU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.						
American Express						24.99
Account No.						
Anasazi Sports, Inc (Five Ten) 731 Monroe Way Placentia, CA 92870						34,927.93
Account No.						
Apparel Whiz 1010 North Edward Court Anaheim, CA 92806						38,966.86
Account No.						
Aramark Refreshment Services 6335 Mar Industry Drive San Diego, CA 92121						159.00
Account No.						
Arche 10122 Rush Street South El Monte, CA 91733						2,586.00

Sheet no. 3 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 76,664.78

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.					
AT&T Post Office Box 5019 Carol Stream, IL 60197	-				651.75
Account No.					
AT&T Internet Services Post Office Box 5016 Carol Stream, IL 60197	-				1,024.02
Account No.					
AT&T Long Distance Post Office Box 5017 Carol Stream, IL 60197	-				47.64
Account No.					
Avery Dennison 15178 Collections Center Drive Chicago, IL 60693	-				6,425.79
Account No.					
Banjo Industries, Inc. 11211 Sorrento Valley Road, #1 San Diego, CA 92121	-				108,870.00
Sheet no. 4 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		117,019.20

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE B TO R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNL IQU IDA TED	DISP UTED	AMOUNT OF CLAIM
			T			
Account No.						
BB Dakota 17462 Von Karman Avenue Irvine, CA 92614	H W J C	-				9,660.00
Account No.						
Bed Of Roses Lingerie 10 East 33rd Street 10th Floor New York, NY 10016		-				27,770.65
Account No.						
Benetrac Lockbox No. 100906 Post Office Box 100906 Pasadena, CA 91189		-				520.75
Account No.						
Big Valley Motorsports 2225 Market Street Reno, NV 89502		-				311.68
Account No.						
Bill Zimmerman Ent., LLC Post Office Box 1100 Snowflake, AZ 85937		-				242,747.94
Sheet no. 5 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			281,011.02

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Blueberry Book 10530 Whittier Boulevard No. 201 Whittier, CA 90606						7,030.41
Account No.						
Boris Said 1437 Point Mountain Escondido, CA 92029						189,669.54
Account No.						
Boris Said Consignment 1437 Paint Mountain Escondido, CA 92029						123,478.95
Account No.						
Bravado International Group 245 Fifth Avenue Eighth Floor New York, NY 10016						2,592.00
Account No.						
Brooks Jucha & Associates 11405 West Bernardo Court San Diego, CA 92127						3,142.65
Sheet no. 6 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
						Subtotal (Total of this page)
						325,913.55

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT IN GENT	UN LIQ UIDA TE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.						
Bull Dog Technologies 2839 Highway 39 American Falls, ID 83211						2,621.69
Account No.						
California Apparel News 110 East 9th Street Suite A-777 Los Angeles, CA 90079						360.00
Account No.						
Carving Image, LLC 16063 Kaplan Avenue La Puente, CA 91744						760.35
Account No.						
Cataria International, Inc. 1919 South San Pedro Street Los Angeles, CA 90011						26,796.84
Account No.						
Celebrity Pink 1708 Gage Road Montebello, CA 90640						5,080.00
Sheet no. 7 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			35,618.88

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
Charlotte's Web 2160 Rail Road Avenue Livermore, CA 94550	H W J C	-					34.00
Account No.							
China Direct World Sourcing 400 West Ocean Boulevard Unit 2104 Long Beach, CA 90802		-					54,129.00
Account No.							
Christopher Willes 1327 Walnut Encinitas, CA 92024		-					1,239.99
Account No.							
Cintas First Aid & Safety 5501 West Hadley Street Phoenix, AZ 85043		-					409.38
Account No.							
CitiCards		-					38.97
Sheet no. 8 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			55,851.34

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTIN- GEN- T	UNL- QUA- DIA- TED	DIS- PUTED	AMOUNT OF CLAIM
Cobian Corporation 1739 Melrose Drive Suite 101 San Marcos, CA 92078							7,247.76
Commercial Credit Reports, Inc 131 Saundersville Road Suite 110 Hendersonville, TN 37075							936.45
Concept One Accessories 119 West 40th Street New York, NY 10018							9,613.70
Corrupt Inc. 15235 Bluff View Street Fontana, CA 92336							22,060.00
Creative Clothing Connection 1236 Activity Drive Suite B Vista, CA 92081							1,000.00

Sheet no. 9 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 40,857.91

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.					
Daniel & Georgia La Porte 1220 17th Street Hermosa Beach, CA 90254	H W J C	-			153,057.54
Account No.					
Daniel B Hamel Trustee of the Dan Hamel Trust 4206 Cass Street San Diego, CA 92109	H W J C	-			40,000.00
Account No.					
Dara, Inc. 3216 South Broadway Los Angeles, CA 90007	H W J C	-			8.61
Account No.					
Del Rio Marketing, Inc. dba Lowrider Clothing 202 East Palm Street Exeter, CA 93221	H W J C	-			9,018.00
Account No.					
DG FastChannel, Inc. Post Office box 951392 Dallas, TX 75395	H W J C	-			210.00

Sheet no. 10 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 202,294.15

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W B T J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT IN GEN T	UN LI QU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.							
Dino Manoli Electric 179 Village Run East Encinitas, CA 92024		-					140.00
Account No.							
DirectTV Post Office Box 60036 Los Angeles, CA 90060		-					10.44
Account No.							
Dollar Rent-A-Car Lockbox 404 Tulsa, OK 74182		-					1,248.27
Account No.							
Doug Lo 2505 2nd Avenue #128 Seattle, WA 98121		-					33.33
Account No.							
Dragon 5803 Newton Drive Suite C Carlsbad, CA 92008		-					44,340.23
Sheet no. 11 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			45,772.27

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT IN GEN T	UNL I QU ID A TE D	DIS P U TE D	AMOUNT OF CLAIM
Account No.						
Drive Industries 760 Newton Way Costa Mesa, CA 92627	-					4,432.50
Account No.						
Duke Energy Post Office Box 70515 Charlotte, NC 28272	-					21.57
Account No.						
Eagle Canyon, Inc. dba Woodlake Design 1450 Broadway, Suite 1205 New York, NY 10018	-					6,945.24
Account No.						
Eastern Diamond, Inc. 1611 West Rosecrans Avenue Gardena, CA 90249	-					268,871.79
Account No.						
Electric Visual 1062 Calle Negocio Suite H San Clemente, CA 92673	-					104,781.99
Sheet no. 12 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			385,053.09

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNL IQUIDATED	DIS PUTED	AMOUNT OF CLAIM
Account No.						
Epic Apparel & Board 13082 West Picadilly Street Boise, ID 83713		-				1,197.81
Account No.						
Factory Connection Racing, Inc 1620B Commerce Street Corona, CA 92880		-				119,436.90
Account No.						
Fairvilla Megastores 1740 No. Orange Blossom Trail Orlando, FL 32804		-				4,004.09
Account No.						
Fastrak Violation Processing Post Office Box 26925 San Francisco, CA 94126		-				74.00
Account No.						
Fear Factory 530 New Friendship Road Howell, NJ 07731		-				235.53
Sheet no. 13 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			124,948.33

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT IN GEN T	UNL IQU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.						
FedEx Post Office Box 7221 Pasadena, CA 91109	-					36.25
Account No.						
FedEx Freight 6411 Guadalupe Mines Road San Jose, CA 95120	-					137.95
Account No.						
Filtrate USA, LLC 1021 Calle Recondo San Clemente, CA 92673	-					2,731.97
Account No.						
Fire Protect Safety Services Post Office Box 1132 Cardiff by the Sea, CA 92007	-					616.98
Account No.						
Flud Watches 2167 2nd Avenue #3a New York, NY 10029	-					795.00

Sheet no. 14 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 4,318.15

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.			Trade Debt				
FMF International, Inc. 1812 Ashton Ave Carlsbad, CA 92006		H					230,658.75
Account No.							
Folter, Inc. 439 West Acacia Avenue Glendale, CA 91204		W					15,470.00
Account No.							
Fox Eyewear, Oakley, Inc. File 55716 Los Angeles, CA 90074		J					23,887.50
Account No.							
Fresh Rags LLC 2330 Grand Avenue Long Beach, CA 90815		C					17,919.50
Account No.							
Friedman Stroffe & Gerard, PC 19800 Macarthur Boulevard Suite 1100 Irvine, CA 92612							3,269.03
Sheet no. 15 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			291,204.78

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Gallup Fire Protection Post Office Box 3597 San Clemente, CA 92674	-					350.00
Account No.						
GMK Enterprises 49780 Althea Court La Quinta, CA 92253	-					300.00
Account No.						
Gottschalk's c/o Management Associates Post Office box 913 Hackettstown, NJ 07840	-					3,731.05
Account No.						
Grand Forks Scheels Attn: Danniika Faken 1375 A South Columbia Road Grand Forks, ND 58201	-					625.00
Account No.						
GSM LLC Post Office Box 535189 Grand Prairie, TX 75053	-					407.56
Sheet no. 16 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			5,413.61

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT INGENT	UNLI QUIDATED	DIS PUTED	AMOUNT OF CLAIM
Account No.						
Guaranteed Supplies, Inc. 450 Fairway Drive Suite 103 Deerfield Beach, FL 33441						533.02
Account No.						
Gurza Customs Brokerage 6605 Ordan Drive Mississauga, Ontario L5T 1X2						354.89
Account No.						
Hahm Motorsports Attn: Paul Hahm 125 East Ball Road Anaheim, CA 92805						1,776.68
Account No.						
Heather Moates 7223 Mimosa Carlsbad, CA 92009						255,561.36
Account No.						
Hidy Honda Powersports 2300 Heller Drive Dayton, OH 45434						31.50

Sheet no. 17 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 258,257.45

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
High Voltage Bulbs, Inc. dba Light Bulbs Unlimited 245 North El Camino Real Oceanside, CA 92054		-					34.98
Account No.							
Hill Street Lock & Key 109 South Coast Highway Oceanside, CA 92054		-					256.09
Account No.							
Hipnotik Urban Wear 5097 Florence Avenue Bell, CA 90201		-					87.42
Account No.							
Hollywood Delivery Service 2828 South Willow Avenue Bloomington, CA 92316		-					225.42
Account No.							
Hostility Clothing 1220 Graphite Drive Corona, CA 92881		-					3,588.00
Sheet no. 18 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			4,191.91

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
House of Power 4515 Babcock Street NE Palm Bay, FL 32905	H W J C	-	-				1,191.48
Account No.							
Hoven Vision 30941 Silver Leaf Drive San Juan Capistrano, CA 92675	H W J C	-	-				131,408.40
Account No.							
IKon Financial Services Post Office Box 650073 Dallas, TX 75265	H W J C	-	-				20,610.89
Account No.							
Illicit Clothing Post Office Box 5864 Vista, CA 92085	H W J C	-	-				24.00
Account No.							
Independent Trading Company 1341 Calle Avanzado San Clemente, CA 92673	H W J C	-	-				59,863.03
Sheet no. 19 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			213,097.80

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLQUITATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
International Mfg Solutions 225 West 30th Street National City, CA 91950						42,486.63
Account No.						
IP Legal Advisors PC 1940 Garnet Avenue Suite 230 San Diego, CA 92109						4,463.51
Account No.						
J'Jamm Works 28362 Marguerite Parkway No. 24 Mission Viejo, CA 92692						534.21
Account No.						
Jakks Pacific, Inc. NW 5575 Post Office Box 1450 Minneapolis, MN 55485						2,878.47
Account No.						
James T. Waring & Kathy Waring Trustees of the Waring Family 7965 La Jolla Scenic Drive No. La Jolla, CA 92037	X	January 1, 2009 Note Payable				22,000.00
Sheet no. 20 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			72,362.82

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Jamie Middleton 8102 North Mummy Mountain Road Paradise Valley, AZ 85253-2242	-					365,063.92
Account No.						
JB Graphics, Inc. 6351 Yarrow Drive Suite H Carlsbad, CA 92008	-					1,339.50
Account No.						
JCor Communication Solutions 152 North Cedros Avenue Solana Beach, CA 92075	-					1,739.26
Account No.						
Jido & Juniar, Inc. 6214 Topiary Street Carlsbad, CA 92009	-	August 24, 2010 Note Payable				4,558,305.56
Account No.						
JMJE, Inc. 2502 Market Street Wilmington, NC 28403	-					648.00
Sheet no. 21 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			4,927,096.24

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C DEBTOR	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.					
Jules Berlin Agency Post Office Box 5588 Beverly Hills, CA 90209	-				3,638.00
Account No.					
Kaos Golf 26895 Aliso Creek Road Suite B-233 Aliso Viejo, CA 92656	-				5,261.00
Account No.					
Karen Sileo Post Office Box 2002 Vista, CA 92085	-				114,630.69
Account No.					
KForce Onstaff Group 1001 East La Palma Avenue Suite D Anaheim, CA 92806	-				1,846.67
Account No.					
Kick Brix 1316 67th Street Emeryville, CA 94608	-				376.20
Sheet no. 22 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		125,752.56

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtors

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONT. INGENT	UNLI. QUIDATED	DISPUTED
Account No.					
Kill It Clothing 3160 East La Palma Avenue Suite D Anaheim, CA 92806	-				0.00
Account No.					
Kwanglim America, Inc. 4221 Wilshire Boulevard #392 Los Angeles, CA 90010	-				615,638.60
Account No.					
La Jolla Group, Inc. 14350 Myford Road Irvine, CA 92606	-				332,787.08
Account No.					
Leader Mutual Freight System 19250 Van Ness Avenue Torrance, CA 90501	-				90.00
Account No.					
Lecompte Inc. 50 Wavecrest Avenue Suite 2 Venice, CA 90291	-				193.08
Sheet no. 23 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)	948,708.76	

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONT IN GEN T	UN LI QU ID ATE D	DIS PUT ED	AMOUNT OF CLAIM
Account No.							
Lexjet Post Office Box 300011 Duluth, GA 30096		-					5,434.85
Account No.							
LFP Apparel, LLC 9360 Penfield Avenue Chatsworth, CA 91311		-					272,695.91
Account No.							
Liquid Graphics Inc. 17822-C Gillette Boulevard Irvine, CA 92614		-					27.04
Account No.							
Lost Enterprises dba Dysfunctional Clothing 14350 Myford Road Irvine, CA 92606		-					7,993.23
Account No.							
Lovells Boesebeck Droste Marstallstrasse 8 80539 Munchen Germany GERMANY		-					1,564.78

Sheet no. 24 of 43 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority ClaimsSubtotal
(Total of this page) 287,715.81

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Mafioso Clothing 218 East Grand Avenue Suite 3 Escondido, CA 92025		-				5,331.00
Account No.						
Mailfinance Post Office Box 45850 San Francisco, CA 94145		-				1,386.24
Account No.						
Matt Maloy 1416 West Marvin Street Longwood, FL 32750		-				700.00
Account No.						
MBC Computer Service, Inc. 11112 Downs Road Pineville, NC 28134		-				150.00
Account No.						
McBee Systems, Inc. Post Office Box 88042 Chicago, IL 60680		-				75.84
Sheet no. 25 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			7,643.08

B6F (Official Form 6F) (12/07) - Cont.

In re SIMO HOLDINGS, INC., a California corporation

Case No. 11-02898

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNIQUEDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Mek Denim dba DC Sales Group 1129 East 5th Street Los Angeles, CA 90013						4,002.00
Account No.						
Metal Malusha Clothing MM Compound LLC 14350 Myford Road Irvine, CA 92606						3,357.48
Account No.						
Metal X 1041 West 18th #A106 Costa Mesa, CA 92627						3,240.00
Account No.						
Michael L. Galardi 517 Ocean Bluff Encinitas, CA 92024	X	September 1, 2008 Note Payable				1,010,191.76
Account No.						
Michelle 1100 South San Pedro Street #A-2 Los Angeles, CA 90015						300.00
Sheet no. 26 of 43 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			1,021,091.24